



TERMS OF REFERENCE FOR THE CORPORATE GOVERNANCE & NOMINATING COMMITTEE

I. PURPOSE

The main purpose of the *Corporate Governance & Nominating Committee* (the “**Committee**”) is to provide a focus on governance that will enhance Orla Mining Ltd. (“**Orla**” or the “**Company**”) performance, to assess and make recommendations regarding Board of Directors (the “**Board**”) effectiveness and to establish and lead the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for Directors.

II. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than two (2) Directors and not more than five (5) Directors, all of whom shall be independent Directors.
- B. The Committee shall meet at least once per year.

III. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will:

- A. Annually review the Board’s relationship with management to ensure the Board is able to, and in fact does, function independently of management.
- B. Develop, and annually update and recommend to the Board for approval, a long term plan for Board composition that takes into consideration, among other matters, the following:
 - i) the independence of each Director;
 - ii) the competencies and skills the Board, as a whole, should possess;
 - iii) the current strengths, skills and experience represented by each Director, as they affect Board dynamics;
 - iv) retirement dates;
 - v) the appropriate size of the Board, with a view to facilitating effective decision-making; and
 - vi) the diversity of the Board.

- C. Develop recommendations regarding the essential and desired experience and skills for potential Directors, taking into consideration the Board's short-term needs and long-term succession plans.
- D. Develop and implement a process to handle any nominees for Director who are recommended by security holders.
- E. In conjunction with the Board Chair and the Chief Executive Officer ("**CEO**"), recommend to the Board nominees for election to the Board, considering what competencies and skills each nominee will bring to the Board, their past business experience, their integrity, their industry knowledge, their ability to contribute to the success of the Company, any past experience of Directors or management with potential candidates, their expected contribution to achieving an overall Board which can function as a high performance team with sound judgment and proven leadership, as well as whether or not they can devote sufficient time and resources to his or her duties as a Board member, the diversity of the Board, and any other factors as may be considered appropriate.
- F. Review periodically, for Board approval, a Board manual outlining the policies and procedures by which the Board will operate and the charters/terms of reference/role statements, as the case may be, for the Board, the Board Chair, the CEO, and committees of the Board.
- G. In conjunction with the Board Chair and the CEO, assess the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required.
- H. In conjunction with the Board Chair and the CEO, recommend committee members and committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, those committees and make recommendations as required.
- I. Review, monitor and make recommendations to the Board regarding the orientation and education of Directors.
- J. Annually review the Company's directors' and officers' third-party liability insurance to ensure adequacy of coverage.
- K. Review the Board's needs for formal Board, committee and individual Director evaluation processes; and develop and implement appropriate processes.
- L. Review and approve the request of an individual Director to engage independent counsel in appropriate circumstances, at the Company's expense.
- M. With regard to the Company's *Code of Business Conduct and Ethics* (the "**Code**"):
 - i) review and update periodically the Code and ensure that management has established a system to enforce the Code;
 - ii) review actions taken to ensure compliance with the Code and the results of confirmations and violations of such Code;
 - iii) ensure the Code, any revisions to the Code and any waivers to the Code granted by the Board are disclosed in a manner that meets regulatory guidelines; and

- iv) ensure that any departures from the Code by a Director or senior officer that constitute a “material change” within the meaning of National Instrument 51-201 Disclosure Standards, are reported in a manner that fully meets regulatory requirements.
- N. Under the authority of the Board, the Committee shall, with respect to Boards of directors of unrelated corporations which operate for profit and which compensate members of their Boards and/or significant commitments with respect to non-profit organizations:
 - i) review a limit on the number of such Boards on which individual members of Executive Management may participate; and
 - ii) receive notice of proposed membership by a member of Executive Management and, upon consultation with the CEO, have a right to object to such membership.
- O. Annually compare the Company’s corporate governance practices against those recommended or required by any applicable regulator or stock exchange. Ensure the Company meets all requirements, and where the Company’s practices differ from recommended practices, recommend to the Board whether this situation continues to be in the best interests of the Company.
- P. Recommend to the Board any reports on corporate governance that may be required or considered advisable.
- Q. At the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.

IV. ACCOUNTABILITY

- A. The Committee Chair has the responsibility to report to the Board, as requested, on governance and human resource matters relative to the Company.
- B. The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

**ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS OF ORLA MINING LTD. –
AUGUST 23, 2018.**